



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

March 16, 1978

RECORDATION NO. 6453-12 Filed & Recorded

MAR 20 1978 11 20 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
MAR 20 11 16 AM '78
CERTIFICATION UNIT

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series E, Supplement No. 4, dated
March 1, 1978

Dear Mr. Homme:

Enclosed herewith for filing and recording with the Commission in accordance with Section 20c of the Interstate Commerce Act, are two original counterparts of a Supplement, dated as of March 1, 1978, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee ("Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement, dated as of January 1, 1972, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E, was created. The Trust Agreement was filed and recorded on January 5, 1972 and was assigned Recordation Number 6453. A previous Supplement has also been filed, and assigned Recordation Number 6453-C.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

- 7 50-ton Cabooses with roller bearing trucks (Class Ce-8), Nos. 999743 to 999749, both inclusive.

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

S-079A154
MAR 20 1978
Date
Fee \$ 164.70
ICC Washington, D. C.

MAR 20 1978 - 11 20 AM

EQUIPMENT TRUST, SERIES E

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4 dated as of March 1, 1978, to Equipment Trust Agreement, dated as of January 1, 1972 (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series E is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	50-ton Cabooses with roller bearing trucks (Class Ce-8), International Car Company, builder; Nos. 999743 to 999749, both inclusive	\$51,073	\$357,511

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Agreement, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In Accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY


By 
Vice President - Finance

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By 
Vice President


ATTEST:


ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of March, 1978, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



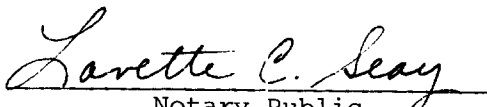
Notary Public

(Notarial Seal)

My Commission Expires **MAY 29, 1981**

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16th day of March, 1978, before me personally appeared **R. S. STAM**, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires **NOVEMBER 29, 1980**

Revised in accordance with Supplement No. 4, dated as of March 1, 1978

[EQUIPMENT TRUST, SERIES E]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers</u>
35	3600 H.P., Model SD 45-2 diesel electric locomotives, General Motors Corporation (Electro-Motive division), builder	5627-5661, both inclusive
15	3600 H.P., Model U-36-C diesel electric locomotives, General Electric Company, builder	8700-8714, both inclusive
25	100-ton covered hopper cars with roller bearing trucks, General American Transportation Corporation, builder	310530-310554, both inclusive
100	100-ton air conditioned covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder	101400-101499, both inclusive
100	50' 100-ton hi-cube box cars with roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder	46000-46099, both inclusive
200	50' 6" 70-ton non-insulated box cars with roller bearing trucks, ACF Industries, Incorporated, builder	151500-151699, both inclusive
100	50' 6" 100-ton non-insulated box cars with double plug doors, roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder	151700-151799, both inclusive
200	100-ton open top triple cross hopper cars with roller bearing trucks, Greenville Steel Car Company, builder	81750-81949, both inclusive
7	Enclosed Tri-Level Racks, Whitehead & Kales Company, builder, installed upon 89' 4" 70-ton low deck flat cars, Pullman Incorporated (Pullman-Standard Division), builder	700160-700166, both inclusive

<u>Quantity</u>	<u>Type</u>	<u>Identifying Number</u>
7	50-ton cabooses with roller bearing trucks, International Car Company, builder	999743 to 999749, both inclusive

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